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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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A.W. FINANCIAL SERVICES, S.A., as successor
in interest to TERTIAIRE INVESTISSEMENT, S.A.

ECF CASE –Filed Electronically

Plaintiff,

07-CV-8491 (SHS)(RLE)

v.

EMPIRE RESOURCES, INC., AMERICAN STOCK
TRANSFER & TRUST COMPANY, and AFFILIATED
COMPUTER SERVICES, INC.,

DECLARATION

Defendants.
-----X

I, Jon Schuyler Brooks, declare under 28 U.S.C. § 1746:

1. I am an attorney duly admitted to practice before this Court, and a partner at Phillips Nizer LLP, attorney for plaintiff A.W. Financial Services, S.A. (“AWF”).

2. I submit this declaration in opposition to the motions of the defendants to dismiss the Amended Complaint.

3. Attached as exhibits hereto is a true and correct copy of each of the following:

A. January 11, 1994 letter from Hervé Debache, President of Tertiaire, to KS Goodwin of the law firm Coleman Rhine, attorneys for ITI, pre-merger predecessor to Empire Resources, Inc.;

B. January 12, 1994 letter from Gilles Debache to ITI, enclosing a copy of the January 11, 1994 letter from Hervé Debache, President of Tertiaire, to KS Goodwin of the law firm Coleman Rhine;

C. April 28, 1994 letter from Irving L. Rotter of Sidley & Austin, counsel for ITI, to Tertiaire Investissement in Paris, France;

D. September 9, 1996 facsimile transmission from ITI to Tertiaire Investissement in Paris, France, of a Questionnaire Regarding NASD Affiliations in connection with ITI's initial public offering, as completed by Herve Debache on behalf of Tertiaire in accordance with instructions received from ITI; and

E. January 9, 2002 letter from Tertiaire Development to Empire Resources Inc.

F. November 8, 2006 Claim Form prepared by the State of Delaware, Division of Revenue, Bureau of Unclaimed Property.

Dated: Garden City, New York
July 9, 2008

/s/
Jon Schuyler Brooks (JB7218)